

New Jersey Public Broadcasting Authority
Meeting of the Members of the Board

December 15, 2011 at 12:00 p.m.

Division of Pensions and Benefits
50 West State Street, First Floor Board Room
Trenton, New Jersey 08608

MINUTES

Cornell W. Brooks, Vice Chair, Presiding

Minutes of the meeting of the New Jersey Public Broadcasting Authority (“NJPBA” or “Authority”) held at the First Floor Board Room of the Division of Pensions and Benefits at 50 West State Street, Trenton, New Jersey, 08608, on December 15, 2011 at 12:03 p.m.

1. CALL TO ORDER, OPEN PUBLIC MEETINGS ACT STATEMENT AND ROLL CALL

Vice Chair of the NJPBA Board, Mr. Cornell W. Brooks, called the meeting to order. Vice Chair Brooks read the Open Public Meetings Act statement as follows: In accordance with the provisions of the Open Public Meetings Act of the State of New Jersey, notice of this meeting was filed with the Office of the Secretary of State, posted on the appropriate bulletin boards maintained for such purposes by the Authority, and distributed by press release to daily newspapers in New Jersey. Notice was made in advance of this meeting.

Vice Chair Brooks then requested a roll call. NJPBA Members present and participating at the meeting were Anthony Della Pelle, John Inglesino and Eric Richard. Also participating were Kevin K. Mistry, Deputy Attorney General; John Blair, NJPBA Executive Director; Neal Shapiro, WNET President and CEO and Chairman of the Board of Public Media NJ, Rick Williams, NJPBA Director of Engineering, Nichol Gee (taking minutes). Several staff members from WNET and Public Media NJ and members of the public were also present.

2. RESOLUTION APPROVING THE MINUTES OF THE JUNE 29, 2011 MEETING

Vice Chair Brooks asked for a motion to approve the minutes of the June 29, 2011 Board meeting. Mr. Richard asked for clarification of the first paragraph on page sixteen (16) relating to the “No Partisan Activities” section of NJPBA’s by-laws. Mr. Richard asked if that specific provision applied to Members of the Authority in business unrelated to the Authority. Mr. Mistry stated that, no, it does not apply in business unrelated to the Authority. The provision governs the activities of the NJPBA only. Mr. Della Pelle

corrected the date in the first paragraph of page one (1) stating that the month should be changed from “July” to “June.”

Vice Chair Brooks asked for a motion to approve the minutes of the June 29, 2011 Board meeting, as amended. Mr. Della Pelle made a motion to approve the minutes of the June 29, 2011 Board meeting, as amended. Mr. Richard seconded the motion. Vice Chair Brooks asked for a roll call vote. The motion passed unanimously.

3. REPORT FROM THE AUDIT COMMITTEE

Vice Chair Brooks asked Mr. Anthony Della Pelle, chairman of the Audit Committee, to present a report from the Audit Committee regarding the Fiscal Year 2011 Audit of the New Jersey Public Broadcasting Authority. Mr. Della Pelle stated that the Audit Committee met with the auditors twice, once in August and again in November. He stated that the auditors reported that this audit was “clean and easy.” Mr. Della Pelle referred to pages thirteen (13) and fourteen (14) as the main financial pages of the audit. He stated that the audit reflected the business of the NJPBA as it had been and that the audit for Fiscal Year 2012 would be quite different since the Authority had divested some of its assets and now operated as an oversight entity of the remaining licenses.

4. REPORT FROM PUBLIC MEDIA NJ, INC.

Vice Chair Brooks introduced Mr. Neil Shapiro, president and CEO of WNET and chairman of the board of Public Media NJ (“PMNJ”), and asked that he make a presentation to the Board regarding NJTV. Mr. Shapiro referenced a PowerPoint presentation he prepared with embedded video demonstrating the work of NJTV. Mr. Shapiro discussed the finances of NJTV. The PowerPoint slides illustrated how the money received from the NJPBA went directly to the support of New Jersey-centric programming. Mr. Shapiro stated that PMNJ is currently running at a \$1.7 million deficit, but that the deficit would be reduced with fundraising activities. PMNJ was prohibited from fundraising until it received 501(c)(3) status, which PMNJ had just obtained. Mr. Shapiro stated that the Foundation for New Jersey Public Broadcasting had secured \$300,000 in commitments to date. He stated that PMNJ would have mission-driven, on-air fundraising and would reach out to other foundations, philanthropists and corporate partners.

Mr. Shapiro acknowledged Mr. John Servidio, general manager of NJTV, and stated that his leadership guided efficient operations of the station, and that NJTV is operating with a staff of ten (10) to fifteen (15) people. Mr. Shapiro said NJTV is averaging twenty-five (25) hours of New Jersey-centric programming each month, and he summarized the content of the programs. Mr. Shapiro discussed production details for the nightly news program, *NJ Today*, and NJTV’s live coverage of breaking news and statewide events. Mr. Shapiro stated that this coverage will continue to improve as NJTV improves its facilities and joins in more partnerships.

Mr. Shapiro discussed how the use of Facebook and Twitter has enhanced the television coverage. He explained that an online presence is the future of public media. He stated that NJTV has a social media presence, and that viewers can access stories online. He said that NJTVonline.org is averaging 19,000 visitors per month.

Mr. Shapiro stated that on Monday, December 19, 2011, NJTV would begin broadcasting *NJ Today* from a new studio at Montclair State University. Mr. Shapiro said that PMNJ has also partnered with Brookdale Community College, Rowan University, Richard Stockton College, and William Patterson University where PMNJ will work with faculty and student classes using cameras that transmit over the internet to provide news content. He stated that ten (10) to twelve (12) more colleges are being considered for such partnerships. Mr. Shapiro also said NJTV has partnered with several news organizations, such as *The Star-Ledger*, NJ Spotlight, NJ.com, and NJ Newsroom, to share news content. He stated that New Jersey can be a leader in public television and public media going forward.

Mr. Shapiro discussed the station's educational tool, VITAL, which was just offered in New Jersey. He said that VITAL gives teachers access to a library of video clips from public media content with written lesson plans that correlate to core curriculum standards.

Mr. Shapiro outlined the following areas of expansion for NJTV: business news stories, environmental news stories, town meetings, educational news stories and in-depth specials, more partnerships, and more fundraising.

Vice Chair Brooks thanked Mr. Shapiro for his presentation and asked if there were any questions for Mr. Shapiro. Mr. Della Pelle asked about the level of involvement of students through the partnerships with the State colleges and universities. Mr. Shapiro said that students would be involved in the production of the news through these partnerships. Mr. Della Pelle asked if PMNJ had partnerships with other media outlets, specifically Patch. Mr. Shapiro confirmed that NJTV uses Patch and bloggers.

Vice Chair Brooks asked Mr. Shapiro to discuss the number of viewers online and on-air. Mr. Shapiro stated that the on-air viewership had stayed constant. He said it was down a little in the summer, which is normal for all television viewing, and that there was small growth in the news viewership. Mr. Shapiro said there was more growth in prime time viewing due to the change in scheduling. He stated that people were not watching shows online previously, but 20,000 people had watched the election coverage online. Mr. Shapiro said that 100,000 people have watched some content online.

Vice Chair Brooks asked if NJTV saw a change in viewership for programs that previously aired on New Jersey Network. Mr. Shapiro said viewership on those series was constant. He also stated that the Nielsen rating system for these types of programs with low viewership has questionable accuracy.

Mr. Richard asked how the viewership of *NJ Today* compared to the former *NJN News*. Mr. Shapiro stated that viewership in the northern part of New Jersey had stayed constant, but there was a small drop in viewers in the southern portion of the State. He said that viewership of *NJN News* had dropped in February and March 2011, possibly as a result of a change in the way Nielsen measured viewership, and that those numbers had stayed constant since that time. Mr. Shapiro said that *NJ Today* has seen small growth recently, and that he believed adding more coverage in the south as well as meeting with leaders in that area could raise awareness and increase viewership. Ms. Kathleen Rae of WNET interjected that there was an increase in 11:00 p.m. viewership of *NJ Today* in the southern part of the State in the last couple months.

Mr. Inglesino asked what percentage of New Jersey-centric programming was news content. Mr. Shapiro stated that news and public affairs programming represented about twenty-five percent (25%) to thirty percent (30%) of the New Jersey-centric programming. Mr. Inglesino asked if news was an area of growth for viewership. Mr. Shapiro stated that he believed news is an area of growth, but there were two important elements needed to accomplish that. He said that first, NJTV needed to improve the news show and that *NJ Today* had improved since it first launched in the summer. Secondly, Mr. Shapiro said NJTV needed to purchase radio and print ads to promote the program, however, PMNJ would need to break even financially before this could be done.

Mr. Richard asked which programming had higher viewership, New Jersey-centric programming or non-New Jersey programming. Mr. Shapiro stated that primetime PBS programming always has the largest viewership. He said that the biggest numbers are never for news programming but that scheduling these programs around the national programs can draw the audience to them. Mr. Shapiro stated that local specials tend to do well as does arts and culture programming. He said that NJTV is working to establish Sunday night, which typically has the largest viewing audience, as the night for arts programming. He said he would like to start by airing national arts programming at this time, and then gradually begin to show New Jersey arts programs.

Vice Chair Brooks asked if longtime supporters of New Jersey Network were engaged with NJTV. Mr. Shapiro stated that New Jersey Network had stopped soliciting members. He said that NJTV would start a letter campaign soon, would develop image spots for air and online, and start a newsletter to engage former members and supporters of New Jersey Network.

Mr. Richard asked for more information about the demand for VITAL in the classroom and if the content was New Jersey-specific. Mr. Shapiro stated that the program was started in New York with twenty percent (20%) of the content specific to New York and eighty percent (80%) of the content applicable to any state. He said that in the summer of 2012, PMNJ would focus on adding New Jersey-specific content. He said that VITAL includes content from all over the country and currently has twenty thousand (20,000) to twenty-five thousand (25,000) lesson plans available. Mr. Richard asked about the usage of VITAL in the classrooms. Mr. Shapiro stated that the program just launched in New Jersey, but there were 50,000 teachers using VITAL in New York.

Vice Chair Brooks thanked Mr. Shapiro for his presentation.

5. EXECUTIVE DIRECTOR'S REPORT

Vice Chair Brooks asked NJPBA Executive Director John Blair to present his Executive Director's Report to the Board. Mr. Blair stated that NJTV provided the programming and was the public face of the television stations while NJPBA supported the infrastructure. He stated that the transition for viewers was seamless. Mr. Blair said the network had experienced some weather-related transmission issues, but overall, operations were running smoothly.

Mr. Blair reviewed the budget for the NJPBA stating that the organization collects and passes through funds for the support of New Jersey-centric media, and that there was approximately two million dollars (\$2 million) appropriated for NJPBA operations. He stated that the budget which was passed at the June meeting of the NJPBA had since been prepared in a more formal format for the Department of the Treasury and that by the next meeting of the NJPBA the official budget format would be set.

Mr. Blair stated that everything was fine with the current operations of the NJPBA. He said that he was negotiating a contract issue with the Associated Press which would result in a pay out to be discussed at the next meeting of the NJPBA. Mr. Blair stated that the Federal Communications Counsel for the NJPBA had prepared a handbook for NJPBA to monitor the NJTV contract. He stated that a copy of this handbook would be sent to the Members of the Board in the weeks ahead.

Mr. Blair discussed the sale of the NJPBA radio stations. He said that the sale of the stations going to New York Public Radio ("NYPR") was complete, and the funds were appropriated to NJPBA and placed in a capital trust account which is subject to the control and oversight of the NJPBA Board. Mr. Blair said that purchase of stations by WHYY was in its final stages. He said that there was one radio station that was located on a shared site which could not be transferred to WHYY. Mr. Blair stated that for this reason, the sale would close as is, however the cost of construction for a new station would be deducted from the negotiated price. Mr. Blair noted that the NJPBA would have a continuing relationship with the radio stations since some of the distribution technology is shared.

Mr. Blair asked Mr. Rick Williams, Director of Engineering of the NJPBA, to review the Fiscal Year 2012 capital budget of the NJPBA. Mr. Williams thanked Mr. Shapiro and Ms. Rae for the smooth transition and continuing operations of NJTV. Mr. Williams stated that the capital plan addressed deferred maintenance issues for the infrastructure of the network and ongoing maintenance and regulatory issues. Mr. Williams said the priority for Fiscal Year 2012 was the deferred maintenance issues at the tower sites which involved painting and required lighting. He referred to pictures demonstrating these issues which were taken during an inspection of the towers earlier in the year. Mr. Blair

discussed the funds allocated for the construction of a television studio in the New Jersey State House. He stated that NJPBA was to provide the space, and that NJTV would provide the equipment, and this would increase news coverage at the State House.

Mr. Blair discussed the media archives of the NJPBA. He said that there is widespread agreement that the preservation of this content is essential. Mr. Blair said there are approximately eighty thousand (80,000) to one hundred thousand (100,000) media assets representing forty thousand (40,000) to fifty thousand (50,000) hours of content in the archives. He stated that the finished programs represent one aspect of the archives, but that the unused matter or raw footage has more historic data and that there is no index of this raw data. Mr. Blair said there is much work to be done to make this content accessible, which is necessary for it to be useful. He stated that the NJPBA will not be the access point for the content and that partnerships are required. Mr. Blair said that the staff is working closely with the State Archives. He said that he is researching potential partnerships and grants. Mr. Blair said that all of the content will be collected from the remote sites and brought to the Trenton Office Complex for preservation.

Vice Chair Brooks asked if former staff members who knew where content was located could be surveyed. Mr. Blair indicated that current staff knows the location of the media assets, though some former employees would be useful. He stated that due to State rules governing the work of former State employees, having a partnership with another entity in place would enable former staff to take part in this work.

Mr. Della Pelle stated that the NJPBA would need to obtain funding to create a real archive of the material and make it accessible. He asked if this archive would remain the property of the NJPBA. Mr. Blair confirmed that the archive would remain the property of the NJPBA, however once the content was digitized, it could be housed in multiple places. Mr. Della Pelle asked if the NJPBA could provide content at this time if necessary to respond to an Open Public Records Act ("OPRA") request. Mr. Williams stated that the staff could reference the rooms in which content is contained and then go through the material. Mr. Della Pelle asked if that meant that NJPBA could respond. Deputy Attorney General Mistry clarified and stated that yes, NJPBA would be able to respond, but it would need time to do so. Mr. Williams stated that the NJPBA has the technical means to access the material and respond. Mr. Blair stated that NJPBA will preserve any equipment currently in the NJPBA inventory which would be useful for playing, preserving, and duplicating the archive content.

Vice Chair Brooks asked if, under NJTV's mandate to create New Jersey-centric programming, NJTV would have access to the archive content. Mr. Blair stated that NJPBA is focused on archiving old content, and NJTV is archiving their content separately. However, Mr. Blair stated that in the future it would be good if people could perform research between the two archives seamlessly. He said that he has visited WNET and will use their system as a model for the NJPBA archive.

**6. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING
AUTHORITY ACCEPTING THE FISCAL YEAR 2011 AUDIT REPORT**

**RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING
AUTHORITY ACCEPTING THE FISCAL YEAR 2011 AUDIT REPORT**

WHEREAS, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

WHEREAS, the Audit Committee established pursuant to Article IX, Section 1 of the By-Laws and in accordance with the requirements of Executive Order No. 122 (McGreevey 2004) (“EO 122”) has reviewed the Independent Auditor Report from the firm of Mercadien, P.C., the Independent Auditor to the Authority, for Fiscal Year 2011 (“Fiscal Year 2011 Audit Report”); and

WHEREAS, the Audit Committee recommends acceptance of the Fiscal Year 2011 Audit Report by the Authority; and

WHEREAS, the Authority desire to accept the Fiscal Year 2011 Audit Report.

**NOW, THEREFORE, BE IT RESOLVED BY THE NEW JERSEY PUBLIC
BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Authority hereby accept the Fiscal Year 2011 Audit Report from the firm of Mercadien, P.C., the Independent Auditor to the Authority, for Fiscal Year 2011.
2. This resolution shall take effect immediately in accordance with the Act.

Vice Chair Brooks asked for a motion to approve the Resolution of the New Jersey Public Broadcasting Authority Accepting the Fiscal Year 2011 Audit Report. Mr. Della Pelle made the motion to approve the resolution. Mr. Richard seconded the motion. Vice Chair Brooks asked for a roll call vote. The motion to approve the Resolution of the New Jersey Public Broadcasting Authority Accepting the Fiscal Year 2011 Audit Report was voted upon and approved unanimously.

**7. RESOLUTION APPROVING TOWER ACCESS AND LICENSE
AGREEMENT BETWEEN NEW CINGULAR WIRELESS PCS, LLC AND THE
NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**RESOLUTION APPROVING A TOWER ACCESS AND LICENSE
AGREEMENT BETWEEN NEW CINGULAR WIRELESS PCS, LLC
AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

WHEREAS, the New Jersey Public Broadcasting Authority (the "Authority") was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the "Original Act"), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the "Transfer Act," and together with the Original Act, the "Act"); and

WHEREAS, the Authority entered into a tower access and license agreement with Cellular Telephone Company, dated November 18, 1989 (the "Original Agreement") for the purpose of providing access and a license to place wireless telecommunications equipment at the Authority's broadcasting tower located at 7 Geiger Lane, Warren Township, Somerset County, New Jersey (the "WNJB Tower");

WHEREAS, in 1997, Cellular Telephone Company became AT&T Wireless and recently, AT&T Wireless acquired Cingular Wireless and became New Cingular Wireless PCS, LLC;

WHEREAS, the Original Agreement expired on November 30, 2009 and the Authority and New Cingular Wireless PCS, LLC (the "Licensee") wish to enter into a new tower access and license agreement (the "New Agreement"), retroactively effective December 1, 2009, for a five (5) year term expiring on December 1, 2014, with one five (5) year renewal, for a fee of \$39,900 per year for the first two years of the New Agreement, with a ten (10) percent fee increase after every two (2) years of the New Agreement;

WHEREAS, the Licensee is only authorized to install equipment which has been approved by the Authority and the Authority's engineering department has determined that the Licensee's currently installed wireless telecommunications equipment is consistent with current standards and policies;

WHEREAS, the New Agreement is a continuation of an existing relationship with the Licensee; and

WHEREAS, the Authority wishes to approve the entry into the New Agreement with the Licensee;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Members of the Authority hereby approve the New Agreement attached hereto as Exhibit A, in substantially the form presented to at this meeting and authorize the Chair and/or the Executive Director to execute and deliver the New Agreement, with such changes, revisions and omissions in consultation with the Office of the Attorney General.

2. The Members of the Authority hereby approve the execution and delivery of any documents necessary to effectuate and implement the New Agreement, and

authorize the Chair and/or the Executive Director to take any and all action necessary to effectuate and implement the New Agreement, including, but not limited to, execution and delivery of documents in connection therewith.

3. This resolution shall take effect immediately in accordance with the Act.

Vice Chair Brooks asked for a motion to approve the Resolution Approving Tower Access and License Agreement Between New Cingular Wireless PCS, LLC and New Jersey Public Broadcasting Authority. Mr. Inglesino made the motion to approve the resolution. Mr. Richard seconded the motion. Vice Chair Brooks asked for a roll call vote. The motion to approve the Resolution Approving Tower Access and License Agreement Between New Cingular Wireless PCS, LLC and New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

8. RESOLUTION APPROVING TOWER ACCESS AND LICENSE AGREEMENT BETWEEN VIGILANT TECHNOLOGIES AND NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN VIGILANT TECHNOLOGIES AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

WHEREAS, the New Jersey Public Broadcasting Authority (the "Authority") was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the "Original Act"), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the "Transfer Act," and together with the Original Act, the "Act"); and

WHEREAS, the Authority wishes to enter into a Tower Access and License Agreement (the "Agreement") with Vigilant Technologies ("Vigilant") for the purpose of providing access and a license to place wireless telecommunications equipment on the Authority's broadcasting tower located at 42 Clove Road, Little Falls, New Jersey (the "Tower"); and

WHEREAS, the term of the Agreement will be for three (3) years with seven one (1) year renewal options with an initial rental fee of \$16,800 per year, which rental fee will increase ten (10) percent on every second anniversary of the Agreement;

WHEREAS, Vigilant is only authorized to install equipment which has been approved by the Authority's engineering department and is consistent with current standards and policies;

WHEREAS, the Authority wishes to approve the entry into the Agreement with Vigilant;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW

JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Members of the Authority hereby approve the Agreement attached hereto as Exhibit A, in substantially the form presented to at this meeting and authorize the Executive Director to execute and deliver the Agreement, with such changes, revisions and omissions in consultation with the Office of the Attorney General.
2. The Members of the Authority hereby approve the execution and delivery of any documents necessary to effectuate and implement the Agreement, and authorize the Executive Director to take any and all action necessary to effectuate and implement the Agreement, including, but not limited to, execution and delivery of documents in connection therewith.
3. This resolution shall take effect immediately in accordance with the Act.

Vice Chair Brooks asked for a motion to approve the Resolution Approving Tower Access and License Agreement Between Vigilant Technologies and New Jersey Public Broadcasting Authority. Mr. Della Pelle made the motion to approve the resolution. Mr. Richard seconded the motion. Vice Chair Brooks asked for a roll call vote. The motion to approve the Resolution Approving Tower Access and License Agreement Between Vigilant Technologies and New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

9. RESOLUTION APPROVING TOWER ACCESS AND LICENSE AGREEMENT BETWEEN CELLCO PARTNERS AND NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING A FIRST AMENDMENT TO LEASE AGREEMENT BETWEEN CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

WHEREAS, the New Jersey Public Broadcasting Authority (the "Authority") was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the "Original Act"), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the "Transfer Act," and together with the Original Act, the "Act"); and

WHEREAS, the Authority entered into a Lease Agreement with Bell Atlantic Mobile Systems, Inc. ("BAMS") dated February 1, 1992 (the "Lease Agreement") whereby BAMS leased certain space on the Authority's tower for the purpose of providing access and a license to place wireless telecommunications equipment at the Authority's broadcasting tower located at 301 Grover's Mill Road, Lawrence Township, Mercer County, New Jersey (the "Lawrenceville Tower"); and

WHEREAS, Cellco Partnership (“Cellco”), a Delaware general partnership, d/b/a Verizon Wireless, with its principal offices located at 180 Washington Valley Road, Bedminster, New Jersey, is the successor in interest to BAMS; and

WHEREAS, Cellco and the Authority wish to renew the Lease Agreement which expires on February 1, 2012; and

WHEREAS, Cellco and the Authority wish to enter into a First Amendment to Lease Agreement (the “First Amendment”), for four (4) additional five (5) year terms, for a rental fee of \$69,211 per year for the first five year term of the First Amendment, with a fifteen (15) percent increase in the rental fee amount for each successive five (5) year term; and

WHEREAS, Cellco is only authorized to install equipment which has been approved by the Authority and the Authority’s engineering department has determined that the Licensee’s currently installed wireless telecommunications equipment is consistent with current standards and policies; and

WHEREAS, the First Amendment is a continuation of an existing relationship with Cellco; and

WHEREAS, the Authority wishes to approve the entry into the First Amendment with Cellco.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Members of the Authority hereby approve the First Amendment attached hereto as Exhibit A, in substantially the form presented to at this meeting and authorize the Executive Director to execute and deliver the First Amendment, with such changes, revisions and omissions in consultation with the Office of the Attorney General.

2. The Members of the Authority hereby approve the execution and delivery of any documents necessary to effectuate and implement the First Amendment, and authorize the Executive Director to take any and all action necessary to effectuate and implement the First Amendment, including, but not limited to, execution and delivery of documents in connection therewith.

3. This resolution shall take effect immediately in accordance with the Act.

Vice Chair Brooks asked for a motion to approve the Resolution Approving Tower Access and License Agreement Between Cellco Partners and New Jersey Public Broadcasting Authority. Mr. Inglesino made the motion to approve the resolution. Mr. Richard seconded the motion. Vice Chair Brooks asked for a roll call vote. The motion to approve the Resolution Approving Tower Access and License Agreement Between Cellco Partners and New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

10. RESOLUTION DELEGATING CERTAIN AUTHORITY TO THE EXECUTIVE DIRECTOR PURSUANT TO THE BY-LAWS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION DELEGATING CERTAIN AUTHORITY TO THE EXECUTIVE DIRECTOR PURSUANT TO THE BY-LAWS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

WHEREAS, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

WHEREAS, pursuant to Article X of the Authority’s By-Laws adopted on June 29, 2011 (the “By-Laws”), the Authority delegated certain authority to the Chairperson, specifically: (a) execution and entry into contracts for goods and services in the amount of \$25,000 or less; (b) acceptance of grant funding from the Corporation for Public Broadcasting (“CPB”) and transfer or pass-through of CPB grant funding to a third party; and (c) filing applications with the Federal Communications Commission (“FCC”) with respect to the Authority’s (1) FCC licenses or permits for stations, (2) secondary or auxiliary facilities and equipment (microwave relays, repeaters, translators or two-way radio channels (collectively, the “Delegations”); and

WHEREAS, Article X, Section 1 of the By-Laws permits the Authority to designate by resolution such personnel in addition to the Chairperson to authority to act upon the Delegations; and

WHEREAS, to facilitate the orderly conduct of Authority business, the Members of the Authority desire to designate by means of this resolution, the Executive Director as authorized to act upon the Delegations set forth in Article X, Section 1 of the By-Laws.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Members of the Authority hereby designate by means of this resolution, the Executive Director as authorized to act upon the Delegations set forth in Article X, Section 1 of the By-Laws.
2. This resolution shall take effect immediately in accordance with the Act.

Vice Chair Brooks asked for a motion to approve the Resolution Delegating Certain Authority to the Executive Director Pursuant to the By-Laws of the New Jersey Public Broadcasting Authority. Mr. Della Pelle made the motion to approve the resolution. Mr. Inglesino seconded the motion. Vice Chair Brooks asked for a roll call vote. The motion to approve the Resolution Delegating Certain Authority to the Executive Director Pursuant to the By-Laws of the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

11. RESOLUTION APPROVING A 2012 CAPITAL BUDGET FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING A 2012 CAPITAL BUDGET FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

WHEREAS, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

WHEREAS, under the Programming and Services Agreement dated as of July 1, 2011 (the “Programming and Services Agreement”) by and between the New Jersey Public Broadcasting Authority (“NJPBA”) and Public Media NJ, Inc. (“PMNJ”), PMNJ has agreed to provide programming, including New Jersey-centric news, public affairs and information programming (the “Programming”), on the stations (WNJT(TV) Trenton, WNJB(TV) New Brunswick, WNJN(TV) Montclair, WNJS(TV) Camden, W36AZ Sussex, W49BE Hackettstown and W43CH Belvidere)(collectively, the “Stations”) in the State’s public broadcasting system; and

WHEREAS, the Authority is responsible for keeping in good working order and repair the transmission equipment and facilities, including, but not limited to, the Authority’s microwave hub site at Lawrenceville, N.J., transmitters and transmission lines, all necessary auxiliary facilities, and all electrical and utility services (collectively, the “Transmission Facilities”) serving the Stations in the State’s public broadcasting system; and

WHEREAS, it is in the best interests of the State and the Authority to construct a studio at the State House to increase news and public affairs programming opportunities at the State House, with the studio being equipped by PMNJ;

WHEREAS, the Authority will undertake certain capital projects with respect to the Transmission Facilities as more fully described in the capital budget for 2012 (the “2012 Capital Budget”) attached hereto as Exhibit A; and

WHEREAS, the staff of the Authority recommends approval of the 2012 Capital Budget attached hereto as Exhibit A, authorizing a total expenditure of \$1,197,000 by the Authority during the course of the 2012 Capital Budget; and

WHEREAS, the Treasurer of the State intends to appropriate \$1,000,000 to the Authority from the Trust Fund for New Jersey Public Broadcasting for the purpose of undertaking the capital projects as set forth in the 2012 Capital Budget, with the expectation that additional funds to fully fund the 2012 Capital Budget will be appropriated from the Trust Fund, subject to the availability of funds, at a later date; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Members of the Authority hereby approve the 2012 Capital Budget of the Authority, as set forth in Exhibit A attached hereto and hereby authorize the Executive Director of the Authority to take all actions necessary to implement the 2012 Capital Budget.

2. This resolution shall take effect immediately in accordance with the Act.

Vice Chair Brooks asked for a motion to approve the Resolution Approving a 2012 Capital Budget for the New Jersey Public Broadcasting Authority. Mr. Richard made the motion to approve the resolution. Mr. Inglesino seconded the motion. Vice Chair Brooks asked if there was any discussion.

Mr. Della Pelle stated that there was a five (5) year capital plan attached to the Fiscal Year 2012 budget. He asked if they were voting to approve the five year plan. Mr. Blair stated that the five year plan was provided for informational purposes, and that only the Fiscal Year 2012 budget was being voted on presently. Mr. Richard stated that capital budget being voted upon totaled approximately \$1.2 million.

Vice Chair Brooks asked for a roll call vote. The motion to approve the Resolution Approving a 2012 Capital Budget for the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

12. RESOLUTION RATIFYING THE RELEASE OF THE EXECUTIVE SESSION MINUTES OF THE JANUARY 26, 2010 MEETING AND THE JANUARY 14, 2011 MEETING OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION RATIFYING THE RELEASE OF THE EXECUTIVE SESSION MINUTES OF THE JANUARY 26, 2010 MEETING AND THE JANUARY 14, 2011 MEETING OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

WHEREAS, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

WHEREAS, pursuant to the Open Public Meetings Act, L. 1975, c. 231 (the “OPMA”), the Authority is required to keep minutes of its executive sessions and to disclose such executive session minutes to the public when the need for confidentiality with respect to the subject matter discussed in executive session no longer exists; and

WHEREAS, the Authority staff responded to an Open Public Records Act (“OPRA”) request for the minutes of the January 26, 2010 executive session and the January 14, 2011 executive session (which are each attached hereto as Exhibit A), and in consultation with the Office of the Attorney General, determined that the need for confidentiality with respect to such executive session minutes no longer existed; and

WHEREAS, no meeting of the Authority was scheduled to take place during the time necessary to respond to the OPRA request which would have enabled the Authority staff to request approval by the Authority to release the minutes of the January 26, 2010 executive session and the January 14, 2011 executive session prior to responding to the OPRA request; and

WHEREAS, the Chair of the Authority, in consultation with the Office of the Attorney General, authorized the disclosure to the public of the minutes of the January 26, 2010 executive session and the January 14, 2011 executive session; and

WHEREAS, the Executive Director, upon the Chair’s authorization, subsequently released the minutes of the January 26, 2010 executive session and the January 14, 2011 executive session to the public; and

WHEREAS, the Authority wishes to ratify the actions taken by the Chair and the Executive Director in connection with the release of the minutes of the January 26, 2010 executive session and the January 14, 2011 executive session to the public.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Members of the Authority hereby ratify the release of the minutes of the January 26, 2010 executive session and the January 14, 2011 executive session to the public and hereby ratify all actions taken by the Chair and the Executive Director in connection thereto.

2. This resolution shall take effect immediately in accordance with the Act.

Vice Chair Brooks asked for a motion to approve the Resolution Ratifying the Release of the Executive Session Minutes of the January 26, 2010 Meeting and the January 14, 2011 Meeting of the New Jersey Public Broadcasting Authority. Mr. Della Pelle made the motion to approve the resolution. Mr. Richard seconded the motion. Vice Chair Brooks asked if there was any discussion.

Mr. Della Pelle stated that the executive session minutes were from the former entity and asked if the current Board had the authority to release the minutes for that entity which no longer existed. Deputy Attorney General Mistry explained that, although the Board had been reconstituted, the NJPBA remained the same as a legal entity and the minutes are still those of the NJPBA. Mr. Richard asked if the Board could approve the minutes in confidence since none of the current Members had attended the previous meetings. Mr. Inglesino stated that they were only voting to authorize the release of the minutes, not the content. Deputy Attorney General Mistry stated that these executive session minutes had been requested pursuant to an OPRA request in July 2011 and that the documents were reviewed by the Office of the Attorney General, specifically himself and his superiors, for confidential content and possible redaction at that time. Deputy Attorney General Mistry stated that he had attended the January 2010 meeting and had personal knowledge of the discussion. Prior to the release of the minutes pursuant to the OPRA request, Deputy Attorney General Mistry said Chairman Sidamon-Eristoff also reviewed and approved the minutes for release. Deputy Attorney General Mistry stated that generally, the practice is to bring the minutes to the Board for approval before release, if practical. Mr. Della Pelle confirmed that the NJBPA had the authority to release these executive session minutes.

Vice Chair Brooks asked for a roll call vote. The motion to approve the Resolution Ratifying the Release of the Executive Session Minutes of the January 26, 2010 Meeting and the January 14, 2011 Meeting of the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

13. RESOLUTION DELEGATING AUTHORITY TO RELEASE EXECUTIVE SESSION MINUTES OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION DELEGATING AUTHORITY TO RELEASE EXECUTIVE SESSION MINUTES OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

WHEREAS, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

WHEREAS, pursuant to the Open Public Meetings Act, L. 1975, c. 231 (the

“OPMA”), the Authority is required to keep minutes of its executive sessions and to disclose such executive session minutes to the public when the need for confidentiality with respect to the subject matter discussed in executive session no longer exists; and

WHEREAS, from time to time, in the ordinary course of business, the Authority may be required to release the minutes of its executive sessions pursuant to the provisions of the OPMA and the provisions of the Open Public Records Act, L. 2001, c. 404 (the “OPRA”); and

WHEREAS, as the Authority traditionally meets on a quarterly basis pursuant to the Act, it is not always possible to obtain the prior approval of the Authority to release the minutes of its executive sessions on a timely basis; and

WHEREAS, the Authority finds it necessary and desirable to delegate authority to the Chair of the Authority to release minutes of the Authority’s executive sessions when appropriate, particularly as required by the provisions of OPMA and OPRA and in consultation with the Office of the Attorney General, when it is not possible due to time constraints to convene a meeting of the Authority for such purpose.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Members of the Authority hereby delegate authority to the Chair of the Authority to release the minutes of the Authority’s executive sessions when appropriate, particularly as may be required by OPMA and OPRA and in consultation with the Office of the Attorney General, when it is not possible due to time constraints to convene a meeting of the Authority for such purpose.

2. The Members of the Authority hereby direct the Executive Director of the Authority to report on any such executive session minutes of the Authority so released in accordance with the delegated authority set forth in the paragraph above at the next scheduled meeting of the Authority after such release.

3. This resolution shall take effect immediately in accordance with the Act.

Vice Chair Brooks stated that the proposed agenda for the meeting had indicated that this resolution was ready for Board action. After further discussions, however, it was decided that the Board should hold action on it for now, and conduct additional research about how other State authorities are handling this issue.

14. RESOLUTION AUTHORIZING AND DIRECTING THE EXECUTIVE DIRECTOR TO TAKE CERTAIN ACTIONS WITH RESPECT TO THE PROGRAM ARCHIVES OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

**RESOLUTION AUTHORIZING AND DIRECTING THE EXECUTIVE
DIRECTOR TO TAKE CERTAIN ACTIONS WITH RESPECT TO THE
PROGRAM ARCHIVES OF THE NEW JERSEY PUBLIC BROADCASTING
AUTHORITY**

WHEREAS, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

WHEREAS, the Authority is in possession of program archives of the New Jersey Network, which includes, but is not limited to, NJN News, Reporters Roundtable, other news, public affairs, documentaries and general interest programming (the “Archives”), generated during the course of its history, which are in various states of condition and repair due to the evolution of media technology over the course of the Authority’s history; and

WHEREAS, it is in the bests interest of the State of New Jersey and of the Authority to preserve the Archives in a manner which will ensure the future of the Archives and which will make the Archives accessible to public; and

WHEREAS, the Members of the Authority wish to authorize and direct the Executive Director to pursue opportunities for preserving the Archives, which include but are not limited to, pursuing grant funding opportunities, pursuing potential partnerships and issuing requests for information and/or requests for proposals.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE
NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Members of the Authority hereby authorize and direct the Executive Director to pursue opportunities for preserving the Archives, which include but are not limited to, pursuing grant funding opportunities, pursuing potential partnerships and issuing requests for information and/or requests for proposals.

2. The Members of the Authority hereby direct the Executive Director to report on the status of preserving the Archives at each future meeting of the Authority.

3. This resolution shall take effect immediately in accordance with the Act.

Vice Chair Brooks asked for a motion to approve the Resolution Authorizing and Directing the Executive Director to Take Certain Actions with Respect to the Program Archives of the New Jersey Public Broadcasting Authority. Mr. Richard made the

motion to approve the resolution. Mr. Della Pelle seconded the motion. Vice Chair Brooks asked for a roll call vote. The motion to approve the Resolution Authorizing and Directing the Executive Director to Take Certain Actions with Respect to the Program Archives of the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

15. EXECUTIVE SESSION (IF NECESSARY)

Vice Chair Brooks asked if there was a need to enter into Executive Session. The Members demurred. No Executive Session was held.

16. OTHER BUSINESS (IF ANY)

Vice Chair Brooks asked if the Board had any other business to discuss. Mr. Richard asked how often the Board would be meeting. Mr. Blair stated that the Board should meet quarterly, although they were behind in the current year due to the transition. Vice Chair Brooks stated that he assumes that meeting quarterly will allow the Board to keep on top of the work of the Board.

17. PUBLIC COMMENTS

Vice Chair Brooks asked if any members of the public wanted to make a comment. In the interest of letting everyone speak who wished to, he requested that comments be limited to two minutes and that those speaking would please state their names for the record.

Ms. Ingrid Reed stated that she had retired from being the New Jersey Project Director for the Eagleton Institute of Politics at Rutgers University and was now part of a consortium of people who were concerned about public media in New Jersey. She presented the Board with a document written by this consortium summarizing what the Authority had done to structure a new public media in New Jersey. She stated that the consortium would value the Members comments and suggestions. Ms. Reed said that this consortium had gathered people together in Camden to discuss public media in New Jersey in order to help the public understand the changes that took place in 2011.

Secondly, Ms. Reed requested assistance from the Board in helping New Jerseyans understand what the new public media is in the State. Ms. Reed asked the Board to consider posting a complete listing of all public media in New Jersey, including both television and radio, and to also perhaps include the geographic area where this media is available. Ms. Reed stated that this would be a service to New Jerseyans.

Vice Chair Brooks thanked Ms. Reed for her comments and asked if she was aware of any web templates that could be referenced. Ms. Reed stated that she was asking for only

a simple list. She stated that there are organizations that also have suggestions for how the in-kind contributions that the NJPBA will receive as a result of the sale of the radio stations can be used, but that presently it was important to have the information on public media posted on the web.

18. ADJOURNMENT

Vice Chair Brooks asked for a motion to adjourn. Mr. Della Pelle made a motion to adjourn the meeting. Mr. Richard seconded the motion. The motion was voted upon and approved unanimously. The meeting was adjourned at 1:32 p.m.